RESOL	UTION	NO.	

A RESOLUTION OF THE MAYOR AND CITY COUNCIL MIAMI, FLORIDA, NORTH CITY \mathbf{OF} THE APPOINTING BOARD OF TRUSTEE MEMBERS TO THE ART, INC., CONTEMPORARY OF ACCORDANCE WITH CHAPTER 2, ARTICLE 3, OF THE CITY OF NORTH MIAMI CODE OF ORDINANCES; PROVIDING FOR AN EFFECTIVE DATE AND FOR ALL OTHER PURPOSES.

WHEREAS, in October 1980, in Ordinance Number 768, et. seq., the Mayor and City Council of the City of North Miami created and established a Board of Trustees for the formation of a North Miami museum "to sponsor and promote exhibits, special events, functions and activities for the benefit of the public and shall further the development of the North Miami Museum"; and

WHEREAS, the purpose of the Museum outlined in Section 3 of the Articles of Incorporation was to:

- a. sponsor and promote exhibits, special events, functions and activities for the benefit of the public;
- b. further the development of the North Miami Museum;
- c. conduct classes in the visual arts;
- d. do all things as may be permitted in the running of an institution engaged in the display and teaching of the art; and

WHEREAS, following the departure of the former Board of Trustee Members, the Mayor and Council appointed a transitional board until a final Board could be appointed; and

WHEREAS, Chapter 2, Article 3, Section 2-61 (3), of the City of North Miami Code of Ordinances, allows the Mayor and each Councilmember to appoint two (2) members each, one of which must be a City resident to the Board of Trustees of the Museum of Contemporary Art, ("MOCA"); and

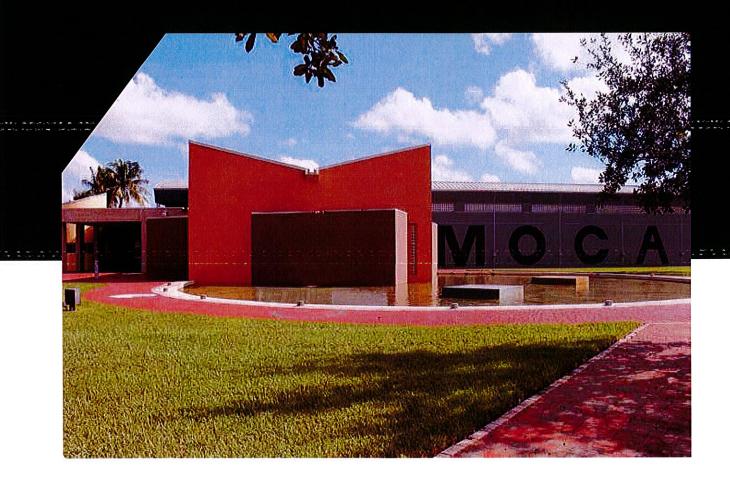
WHEREAS, the Mayor and Council desire to appoint the following individuals as Board of Trustees to MOCA, (See enclosed list as Exhibit "A").

NOW THEREFORE, BE IT DULY RESOLVED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF NORTH MIAMI, FLORIDA:

Section 1.	Recitals.	The recitals se	et forth ab	ove are a	dopted by th	ne Mayor and Ci	ity
Council of the City of	North Mia	mi, Florida and	are incor	porated he	erein.		
Section 2.	Appoint	nents. The Ma	yor and C	City Counc	cil of the Cit	y of North Mian	ni,
Florida, hereby appoin	t members	listed in Exhib	it A to the	e Board of	f Trustees of	f MOCA.	
Section 3.	Effective	Date. This Re	solution s	hall becon	ne effective	immediately up	on
adoption.							
PASSED AND					Mayor and C	City Council of t	he
City of North Miami, I	Florida, thi	s <u>24th</u> day o	of March,	2015.			
			DR. S MAY	SMITH JO	DSEPH		
ATTEST:							
MICHAEL A. ETIEN	NE, ESQ.						
CITY CLERK							
APPROVED AS TO F AND LEGAL SUFFIC							
REGINE M. MONEST CITY ATTORNEY	ГІМЕ						
SPONSORED BY: CI	TY ADMI	NISTRATION					
			Move	ed by:			
			Secon	nded by:			
Vote:							
Mayor Smith Joseph, D Vice Mayor Carol Key		n.D.			(Yes) (Yes)		
Councilman Scott Galv					_(Yes)	(No)	
Councilman Philippe B Councilwoman Marie I		aril MCW			(Yes) (Yes)	(No) (No)	
Council wollian ivialle i	Lianue St	711, 1VIS VV			_(165)	(110)	

MUSEUM OF CONTEMPORARY ART, NORTH MIAMI

BOARD MEMBER ORIENTATION 2015





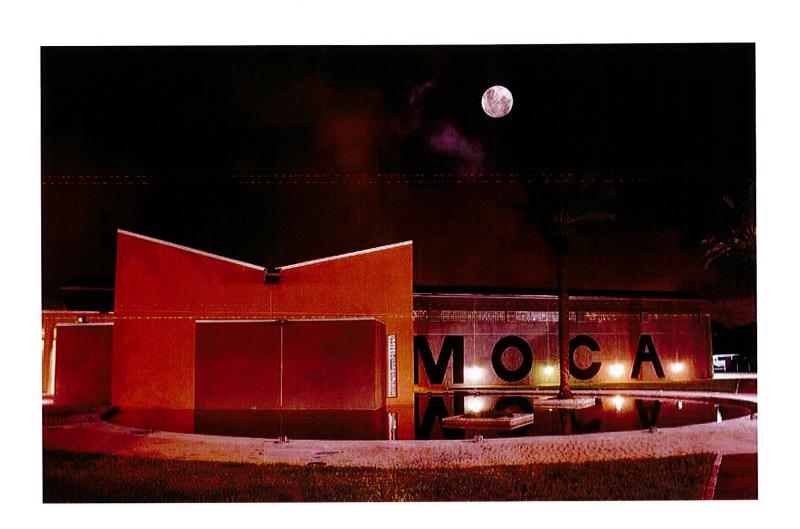
WORD FROM THE DIRECTOR



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SECTION 1: GENERAL INFORMATION

MISSION STATEMENT

Approved by the Board of Trustees in 1997:

The Museum of Contemporary Art (MOCA) is dedicated to making contemporary art accessible to diverse audiences through the collection, preservation and exhibition of a wide cross-section of contemporary art and its art historical influences. MOCA provides a forum for emerging artists and presents local, as well as, internationally recognized artists.

HISTORY OF THE MUSEUM

The Museum of Contemporary Art (MOCA) opened its state of the art building to the public in February 1996. The 23,000 square foot structure was designed by the internationally acclaimed architect Charles Gwathmey of Gwathmey Siegel, New York, who worked in conjunction with the Miami firm of Gelabert-Navia to create an exquisite space in which to experience art.

The Museum of Contemporary Art was expanded from the original Center of Contemporary Art, which was inaugurated in 1981 by North Miami city ordinance, in a modest, single gallery space.

The stunning structure which houses MOCA has over 7,300 square feet of exhibition space consisting of a large main gallery with moveable walls, a separate art pavilion, a gift shop, art storage and preparation area, and administrative offices. An outdoor courtyard is used for performances, evening film screenings and large art installations.

Operating support for the Museum of Contemporary Art is provided by the City of North Miami. Exhibitions are made possible through grants from the Florida Department of State, the Miami-Dade Cultural Affairs Department and Miami-Dade County Commissioners, foundations, corporations, and individual donors. The Museum building is named after artist Joan Lehman, whose husband, former U.S. Congressman William D. Lehman, was instrumental in securing federal funding for the construction.

ORGANIZATIONAL HISTORY

MOCA was founded in January 1981. Incorporated as a 501(c)(3) non-profit institution and established through a North Miami city ordinance, it opened as a single gallery space known as the Center of Contemporary Art featuring local artists until 1995. Since its inception 20 years ago, MOCA has mounted more than 150 of the most innovative exhibitions of local and international artists in the U.S. engaging a widely diverse audience.

In 1995, MOCA became a collecting institution at a time when no other museum in Miami-Dade County was assembling a collection that documented contemporary art. MOCA's reputation for discerning curatorial vision immediately attracted the support of South Florida's community leaders who have made pivotal donations to MOCA's collection. The collection's importance is evidenced by extensive loans to London's Tate Modern, New York's Metropolitan Museum of Art, and Barcelona's Contemporary Art Museum among others, and inclusion in scholarly publications.

Since 1996, MOCA has delivered education to thousands of children and teens from low-income families in Miami-Dade County. In 2011, education programs were consolidated into the MOCA Art Institute (MOCA AI), the only museum-based art and communications program in the County for children, teens, and young adults. MOCA AI builds on 20 years of experience providing accessible and inclusive education programs. As a lead partner in the North Miami School District's Museum and Communication Magnet Studies program, established with a Department of Education grant, MOCA's educators work with more than 10,000 students (K-12) annually, providing them with the skills, knowledge and desire to succeed in school and embark on fulfilling careers benefiting their families and communities.

In 1998, MOCA was designated as a major cultural institution by Miami-Dade County for its high quality permanent collection, outstanding exhibitions, fiscal stability, strong governance, and commitment to providing the county's residents with a greater quality of life. Similarly, the museum's role as an economic engine for North Miami and its downtown gallery business core has been recognized in articles in the New York Times, T Magazine, Urban Land Institute, and the London Telegraph.

In 2010, MOCA was a key component of the application that recognized the City of North Miami as an All-America City by the National Civic League. The All-America City Award is given annually to ten communities in the United States and is the oldest community recognition program in the nation.

In November 2012, MOCA received the prestigious National Medal for Museum and Library Service for museum services at a White House Ceremony.

In 2013, long time Director Bonnie Clearwater retired from MOCA. In 2014, Mr. Babacar MBow was appointed by the city of North Miami as Executive Director and Senior Curator of MOCA North Miami.

MOCA has also played a leadership role in championing South Florida and emerging artists providing first museum exhibitions to several who have since achieved international renown, including Hernan Bas, Teresita Fernandez and Mark Handforth, among others.

MOCA consistently receives high praise locally and internationally for its permanent collection, exhibitions and programs and for providing local talent with extraordinary career enhancing opportunities. MOCA ensures that its exhibitions, education and outreach

programs are inclusive, accessible and designed to serve culturally diverse, underserved, atrisk and special needs audiences in South Florida.

EXPANSION

In 2011, the City of North Miami contracted Gwathmey-Siegel and Kaufman and Associates, NY to design MOCA's expansion, and allocated full funding for architecture and engineering fees. The schematic design was submitted to the city of North Miami and approved in December 2011. The design and development phase was completed in April 2012. Construction documents were delivered to the city of North Miami January 2013. The city of North Miami is currently reviewing options for the financing. The expansion will more than double its overall size to 50,418 sq. ft, and more than triple the exhibition space, including permanent collection galleries, a new education wing to house the MOCA Art Institute, and a multi-purpose space for lectures, screenings, and concerts.

EXHIBITIONS

The Museum of Contemporary Art is known for its provocative and innovative exhibitions and for seeking a fresh approach in examining the art of our time. The Museum maintains an active exhibition schedule, presenting six to eight exhibitions annually. The high quality of MOCA's exhibition and collecting programs is frequently acknowledged in both national and international press.

MOCA ART INSTITUTE

In 2011, MOCA branded its extensive education program as the MOCA Art Institute. MOCA offers an array of comprehensive educational programs in art and communications that promote a well rounded understanding of art and the world. Building on over 15 years of experience, MOCA's innovative programs use engaging curriculum in a dynamic museum environment to build skills, develop aesthetic analysis and promote creativity through exposure, experience and interdisciplinary discussion. Over 5,000 children, teens and adults benefit annually from MOCA's education programs. Both personal guidance and mentoring from professional staff and visiting artists inspire participants to become life long learners and lovers of art.

PERMANENT COLLECTION

The Museum of Contemporary Art established its permanent collection in 1995. MOCA's permanent collection now numbers 400 works of art. The Museum has acquired works through donations and has purchased works with funds donated specifically for acquisitions.

PUBLIC PROGRAMS

The Museum of Contemporary Art recognizes the need to enrich the cultural life of the community and nurture a knowledgeable and supportive audience. Therefore, MOCA offers programs geared toward the community it serves and its diverse populations to further an understanding of contemporary art.

Public programs include:

MOCA Dialogues, North Miami on My Mind, Moca Moving Images, MOCA Curatorial Fellowships, Jazz at MOCA, Moca Publications.

FUNDING

Approximately sixty percent of the operating support for the Museum of Contemporary Art is provided by the City of North Miami with the support of the City of North Miami Mayor and City Council. Exhibitions and programs are made possible through grants from the Florida Department of State, the Miami-Dade County Cultural Affairs Department, foundations, corporations, and individual donors. (See Section 4 for more details.)

GOALS OF THE MUSEUM

- 1.Promote the understanding and appreciation of contemporary art to a broad audience.
- 2. Present the best local, national and international contemporary art to a diverse community.
- 3.Demonstrate that Miami is at the forefront of 21st century cultural production, because our local art community is a microcosm of global trends. The periphery of the art-world is now the center at MOCA.
- 4. Maintain fiscal stability.
- 5.Reposition the Museum as a catalyst for redevelopment of the downtown and the City of North Miami
- 6.Expand the permanent art collection which is: (a) distinguished for its major holdings of new and experimental art, (b) interpreted and displayed in innovative ways to reveal our contemporary heritage, (c) to be made accessible to the widest possible public audience.
- 7. Weave arts into programs so as to improve overall

- provide at risk youth opportunities to develop skills that will help them achieve academic and career goals.
- 8. Increase volunteer and membership base so that it reflects the diverse South Florida community and ensures the stability and growth of the Museum.
- 9. Build leadership and innovation in the arts by cultivating and training young patrons.
- 10. Expand the current Museum by doubling the size of its current facility.
- 11. Organize successful fundraising initiatives that attract a cross cultural and cross generational mix of donors.

SECTION 2: BOARD OF TRUSTEES

Board Member Obligations

Board Member Responsibilities

Board Committees and their Roles

Fundraising

Frequently Asked Questions

BOARD MEMBER OBLIGATIONS

Board members are expected to attend a minimum of five Board meetings per year.

There are nine scheduled Board meetings annually (September – May).

Board of Trustees meetings last approximately two hours.

Executive committee meetings are scheduled as needed.

Board members are expected to participate on Board committees where their relevant expertise can be helpful to the Museum and they should attend MOCA events and openings. Annual board dues are \$10,000 for the current fiscal year.

In addition to annual dues, it is anticipated that each Board member will give/get funds annually or donate a major work of art to MOCA's permanent collection.

BOARD MEMBER RESPONSIBILITIES

The Board is an independent, decision making body whose responsibilities include:

- 1. Determine MOCA's mission statement and keep it updated to reflect its ongoing goals.
- 2. Set goals for the executive director.
- 3. Actively participate in the planning process and assist in implementing and motivating strategic plan goals.
- 4. Develop a strategic plan and evaluate results against that plan.
- 5. Secure adequate financial resources for MOCA to fulfill its mission.
- 6. Build and maintain a competent board.
- 7. Ensure legal and ethical integrity of both the Board and MOCA.
- 8. Review and approve annual budget.
- 9. Ensure the continuity of the organization through development and recruitment of executive staff.
- 10. Review and approve major organizational decisions, commitments, and plans including expenditures, loans and leases.
- 11. In conjunction with executive staff, provide leadership on organizational transition,

structure and planning.

EXECUTIVE DIRECTOR RESPONSIBILITIES

The responsibility of the executive director is to oversee the day to day operations and management of the museum.

BOARD STRUCTURES, COMMITTEES AND THEIR ROLES

The Board of Trustees is composed of:

Chair

Vice Chair

President

Vice President

Treasurer

Secretary

Q. Who is responsible for the Board Committees?

The Board President is responsible for establishing Board committees and monitoring their progress.

Committees

There are nine Committees for Board Member participation:

Acquisitions

Audit

Bylaws

Development

Education

Finance

Investment

Membership/Marketing

Nominating

If there is interest in participating in one or more committees, a Board member may contact the President directly.

Acquisitions Committee

The Acquisitions Committee reviews works that are recommended and offered to MOCA as gifts from donors, as well as works that are purchased with museum funds received for that purpose. Committee members must have a strong background in art, art history, or collecting. Members are selected by the Director/Chief Curator.

Audit Committee

The role of the Audit Committee encompasses receiving and reviewing the annual auditor's

report, meeting with the auditor, responding to the auditor's recommendations and reporting to the Board of Trustees. If the Board determines that a change in audit firm is required, the Audit Committee should interview prospects and make a recommendation to the Board. Audit Committee members must have extensive financial and/or accounting experience.

Bylaws Committee

The Bylaws Committee reviews and updates MOCA's bylaws to ensure they concur with current operations, any changes in structure, municipal, state and federal laws.

Development Committee

The Development Committee oversees MOCA's overall fundraising and, in particular, board fundraising efforts. The Committee's responsibilities include:

Working with staff to establish a fundraising plan that incorporates appropriate vehicles, such as special events, membership programs, direct mail and special appeals.

Assisting fundraising staff in securing funds.

Taking the lead in certain types of outreach efforts, such as chairing events, committees, or hosting fundraising parties.

Garnering support and involvement from all Board members in fundraising efforts. Monitoring fundraising programs to ensure adherence to ethical practices, appropriate acknowledgement of donors, and cost effectiveness of that fundraising efforts.

Education Committee

The Education Committee is comprised of Board members with a special interest in and familiarity with MOCA's educational programs. Committee members oversee new program development, and monitor and assess existing programs.

Finance Committee

Finance Committee members must have extensive experience in accounting and/or finance. The Committee's responsibilities include:

Actively participating in annual budgeting processes through a review of plans developed by staff to ensure consistency with goals set by the Board of Trustees.

Reporting to the Board any perceived irregularities or concerns with finances or financial management of MOCA.

Recommending to the Board any improvements to financial resources for MOCA. Reviewing measurable outcomes on an ongoing basis against proposed outcomes outlined in the plan.

Investment Committee

The Investment Committee ensures all MOCA funds available for investment meet targeted rates of return and low risk parameters as set by the Board. Committee members must have extensive experience in finance and investments and an understanding of endowments and restricted funds.

Membership/Marketing Committee

The Membership/Marketing Committee oversees MOCA's overall ability to raise patron member dollars and enhance brand significance and vitality.

The Committee's responsibilities include:

Establishing annual membership goals and strategies.

Working with sponsorship, marketing and education staff to increase membership and enhance branding.

Nominating Committee

The Nominating Committee's responsibilities include:

Ensuring that the composition of the Board composition has the skills necessary to fulfill its own obligations.

Meeting with prospective Board members and recommending candidates to the board. Suggesting new, non-Board individuals for committee membership in an advisory capacity.

Frequently Asked Questions

Q. What is a Board of Trustees?

A. A Board of Trustees is a collection of individuals who come together for a common cause, such as the advancement and support of an institution, and who devote their time, effort, and hopefully their resources to helping the institution achieve its vision and mission.

Q. How is being a Trustee going to enhance and enrich a Board member's life?

A. Members of MOCA's Board of Directors have a unique opportunity to touch the lives of many people in our community and truly make a difference. Imagine the satisfaction of knowing that your efforts can help a local teen have the experiences that made it possible for him/her to attend college, further the career of promising new artists, contribute to scholarship and a greater understanding of our time, and build an exciting cultural community. Board members have an opportunity to make history while making new friends and expanding their knowledge.

Q. How can a Board member add to the Museum financially and enhance public awareness and participation?

A. Board members are most productive in fulfilling their role by participating in some area of the Museum Committees, Events, Fundraising, and Education. There are many opportunities for hands on involvement depending on personal interests.

Q. Who is my contact on staff?

A. The Director of the Museum of Contemporary Art is the primary staff contact for the Board. The assistant to the director forwards announcements of Board meetings, agendas, and supplemental information.

Contact information: bmbow@northmiamifl.org

SECTION 3: LISTING AND BIOGRAPHIES OF THE BOARD OF TRUSTEES



Ronald L. Book is a specialist in government affairs and administration law, with a Juris Doctoral degree from Tulane University and a Bachelor's degree in Political Science from Florida International University. An active participant in South Florida's professional arena, Book is a trustee of the Council of the Greater Miami Chamber of Commerce and sits on the Legislative Affairs and State Affairs committees. In addition to serving more than 20 community organizations, Book is a founding member of Lauren's Kids. Mr. Book currently operates his own lobbying practice in Aventura and Tallahassee.



Michael Dezer, a creative and innovative real estate visionary, founded Dezer Properties in 1970. Over the past 42 years, the company has grown to encompass unique and strategic holdings in New York, Florida and Las Vegas, Nevada. Born and raised in in Tel Aviv, Dezer immigrated to the U.S. in 1962. He founded Dezer Properties, a New York City-based real estate firm that transformed Manhattan's Chelsea neighborhood into an art hub. Dezer is also the landlord of the luxury auto retailer Manhattan Motorcars. Mr. Dezer has developed a host of iconic complexes including Trump Towers, Trump Grande Ocean Resort and Residences and the Trump International. Dezer still owns the development rights to more than 30 oceanfront acres in Sunny Isles Beach, where he plans to open his much-hyped Porsche Design Tower in 2016.



Dr. Ernest DiGeronimo views himself as an artist, and his cosmetic and reconstructive surgeries as his works of art. He trained under Dr. Ralph Millard considered by many plastic surgeons to be the father of modern plastic surgery and has perfected his craft over the course of more than 30 years and thousands of procedures.



Dr. Joseph Fanfan Jr., is the ambassador of the Republic of Haiti to Argentina. He is a family medicine doctor in Wilton Manors, Florida and is affiliated with Broward Health Medical Center. He received his medical degree from University of Haiti and has been in practice for 37 years. He is one of 46 doctors at Broward Health Medical Center who specialize in Family Medicine.



Mr. Nelson Fox has been designated as one of the 100 most influential people in Miami. A commerial real estate broker, Mr. Fox has pioneered the ever-growing culinary reputation of South of Fifth, Miami Beach. Mr. Fox has been working with Koniver Stern Group for some 15 years, developing some of the most successful properties in the city.



Brian Flanagan is the founder and CEO of Magilla entertainment began his career in development for NBC where he contributed to the launch of its downtown performance space – PSNBC. After NBC, Brian did a short stint at Writers and Artists Agency and became involved fulltime in creative television production as a producer, director and show runner. Brian has Executive Produced hits like Bayou Billionaires for CMT, The Rachel Zoe Project for Bravo and Long Island Medium for TLC. Prior to founding Magilla, Brian has served as Vice President of Current Series and Development at Original Media. He holds an MFA in script development from Columbia University's School of the Arts. He is currently producing 14 series and 10 pilots for a multitude of networks. Brian possesses a diverse background, having worked on all forms of non-scripted television – docu-reality, celeb-reality, competition reality, scripted hybrid, makeover, hidden camera, game show and talk/variety shows.



John D. Goldberg is originally from Buffalo, NY and moved to Florida as a teenager with his family in 1965. He received a BSBA and an MBA from University of Florida. Upon graduating he went to work with an international firm for 3 years. Thereafter, he and a partner founded a CPA firm and at the same time engaged in other business activites. He co-founded International Dental Plans Inc., a statewide dental service corporation which was subsequently sold to a public company. Mr. Goldberg served in various capacities with Rotary including being President of his club. He has also worked on voluntary committees with the Florida Institute of Certified Public Accountants where he chaired the Committee on Relations with the Florida Bar Association. Although still a licensed CPA and a member of the FICPA and the AICPA, he retired from practice in the mid 1990's.



Mr. Richard S. LeFrak has been the Chairman of the Board and Chief Executive Officer of LeFrak Organization Inc. since 2003 and its President since 1975 where he also served as Chief Operating Officer and Chief Financial Officer. He has 35 years of experience in the development, rehabilitation and marketing of real estate as well as long-standing relationships within business, political and charitable communities. He serves as a Director of The Partnership for New York City, Inc. and as a member of the Board of Trustees of Amherst College, and the Board of Trustees of the Prostate Cancer Foundation. He served as a Director of BankUnited, Inc. from May, 2009 to May 23, 2013. He served as a Director of BankUnited, FSB since May 2009; Sequa Corp. since 1986 and The Smith & Wollensky Restaurant Group, Inc. from 1997 to March 29, 2005. He served as a Trustee of the American Museum of Natural History, Trinity School and as a Member of the New York State Banking board. Mr. LeFrak graduated cum laude from Amherst College in 1967, and studied Law at Columbia University, from which he received his J.D. in 1970. In 1998, he received an Honorary Doctorate Degree from Amherst College.



Frederic Marq, a French born entrepreneur, is a successful interior designer and hotel developer. Recently, he has become famous as the fiance of reality star Adriana De Moura, one of the original cast members of "The Real Housewives of Miami," whom he later married. He graduated from the University of California San Diego in 1992 where he majored in Urban Studies and Planning. In 2011 he earned a degree from the Harvard University Graduate School of Design as part of their Executive Education program. Presently, Frederic owns and operates Frederic Marq Design. He has won several honors and awards throughout his career including Young Executive of the Year from the American Chamber of Commerce in Paris.



Mr. Ofer Mizrahi is an active leader in the revitalization of the Miami Design District community, where he opened his first design showroom. In 2001, he started extending his efforts to the revitalization of a brownfield in Wynwood. This site was renovated and launched as the Miami Art Space Gallery in 2007. In 2003, he began acquiring the stretch of industrial warehouses that runs alongside the railroad tracks from 73rd St. to 79th St. NE, at the north end of the Little River Industrial Park, transforming them into contemporary mixed-use developments: showrooms, studios, and office spaces. The site was coined Miami Ironside in early 2008, steming from its location next to the iron railroad tracks as well as the use of iron throughout the renovation and design of the complexes.

In 2007, Mizrahi was nominated for the March of Dimes "Building Our Community Award" for "Community Excellence in Architecture & Engineering." businesses. The Wall Street Journal refers to Mizhari as a pioneer in the community with regard to 'seeing the value' of eco-friendly construction materials, and in so doing, single-handedly turning businesses around to set new standards in "green" architecture and design.



Dr. Rudolph Moise was born in Port-au-Prince, Haiti and moved to the United States at age 17. Dr. Moise earned his medical degree from the Chicago College of Osteopathic Medicine. He later earned a Master of Business Administration and Juris Doctor from the University of Miami. Since 1984, Dr. Moise has been the President and Medical Director of Comprehensive Health Center, treating more than 25,000 patients in the local community. He is also a successful businessman and was awarded the "Black Business of the Year Award" by the Greater Miami Chamber of Commerce and the "Community Leadership Award in 2004. In 2005, The Business Journal named Dr. Moise one of five finalists for the "Best Physician of the Year" Award in South Florida.



Chris N. Okeke, Esq., Honorary legal adviser to the British Government in Nigeria. Born Sapele, Delta State, Nigeria admitted to Nigerian Bar July 1980; Education: Xavier University of Louisiana [B.Sc 1975]; Southern University of Louisiana [Juris Doctor 1978]; Georgetown University Law Centre, Washington D.C [LL.M 1979]; American Jurisprudence Awards for Business Organisations and, Labour Relations Law; Work: U.U. Uche & Associates 1980 - 1982; Tomisin, Thomas & Co. 1982 - 1983; Partner, Ajumogobia & Okeke since 1984. Honorary Legal Adviser to Her Majesty's Government in Nigeria since 1989. Member: Nigerian Bar Association; International Bar Association; American Society of International Law.



Sheldon Philp is a litigation attorney based in the Miami office of White & Case LLP, a leading global law firm with lawyers in 36 offices in 25 countries. Mr. Philp's practice concentrates in complex commercial litigation, primarily in the defense of class actions, intellectual property matters, and securities litigation. Mr. Philp was born in Kingston, Jamaica and attended St. Richards Primary School until his family moved to New York City. Mr. Philp received his B.A. in International Relations from the University of Pennsylvania, and, after working as a foreign bank analyst at the Federal Reserve Bank of New York, returned to Philadelphia to obtain his Juris Doctor from the University of Pennsylvania Law School. He is admitted to practice before both state and federal courts in New York and Florida.



Dr. Larry Pierre is the Executive Director for the Center for Haitian Studies, Health and Human Services. He is also the President and CEO of the Greater Miami Health Education and Training Center (GMHETC).

Dr. Pierre is most widely known for his work in the tremendous work he has done in HIV/AIDS prevention. He has served as a member of the Miami-Dade HIV Partnership, on the state of Florida HIV Planning Council, and has produced educational materials in Haitian Creole that are used throughout South Florida.

Additionally, Dr. Pierre is a well-respected community leader. He has served as a member of the American Red Cross and on the Board of Directors for the Orange Bowl. He was recently named to the North Miami Citizens "Hall of Fame".



Mrs. Mary Ann Portell is a 12-year resident specialist broker on Fisher Island, whose entire focus is the luxury residences and distinguished homes of this 216-acre private island. As a Wharton School Graduate, Mrs. Portell specializes in International Marketing and Real Estate. She has repositioned Fortune 500 companies like Revlon, Elizabeth Arden, Heinz 57, and Carnival Cruise Lines in profit maximization. Mrs. Mary Ann Portell is a leader in the luxury residential market.



Clark Reynolds was born in Alabama where he graduated from the University of Alabama and went on to receive an MBA from the University of Chicago. He worked in the securities industry in New York and Boston for Merrill Lynch until 1989. Reynolds arrived in South Florida in 1989 from Boston and invested in residential buildings on South Beach where he became involved in municipal politics. He served on the City of Miami Beach Planning Board and the Cultural Arts Council. In 1992, Reynolds led the effort to pass the City's Gay Human Rights Ordinance. Additionally, he was one of the leaders of the fundraising effort to defeat the statewide referendum to overturn the ordinance, which led to him being one of the co-founders of the Dade Human Rights Foundation. The Foundation was formed to raise and distribute funds to Gay and Lesbian political and social service organizations and to date has awarded more than \$2 million in grants. He is also a founding member of SAVE Dade, the countywide Gay and Lesbian political organization, which advocated and obtained the passage of a countywide Human Rights Ordinance to protect Gay and Lesbians from discrimination in housing and jobs. Clark Reynolds found his way to NoMi, North Miami's downtown corridor, in 2001 with the aim to purchase and renovate buildings. He worked with the City of North Miami's Office of Economic Development to secure grants to rehabilitate several buildings and encouraged others to do the same. He has been a leading advocate for the redevelopment of NoMi and instrumental in the façade renovation of many downtown office and retail buildings. He was the first chair of the North Miami Community Redevelopment Agency (CRA) Advisory Board. Currently, Reynolds serves on the Board of Directors for the North Miami Educational Foundation, Inc. and North Miami Community Redevelopment Agency Advisory Board.



Pamella B. Watson is President of Watson & Company, P.A., and Watson and Company Consulting Services since 1986 and 1989, She has played a significant role as an international financial expert particularly in the fields of accounting, forensic accounting, forensic auditing, governmental contract monitoring, royalty auditing, financial auditing, financial consultancy, computer analysis, 'taxation and real estate development. In 1993, Ms. Watson served as an advisor during the North American Free Trade Agreement (NAFTA) negotiations and as a member of the Health Care Proposal Drafting Committee. She is active as a Partner to the City of Miami, City of Miramar, City of Lauderdale Lakes, Coral Springs Economic Development Foundation Inc, Dade County School Board and for the New Horizons Mental Health Center, Audit Engagements. She serves as an Associate Member of the Black Entertainment & Sports Lawyers Association; Member of the American Institute of Certified Public Accountants: Member of the Florida Institute of Certified Public Accountants; Treasurer of the New Miami Group, Inc.; Member of the Miami Dade and North Dade Chambers of Commerce, Board Member of the Peoples National Bank of Commerce & NGLC, Inc.; Board Member and Treasurer of the American Association of Black Women Entrepreneurs; and a Member of the National Association of Female Executives. Ms. Watson is a Certified Public Accountant who holds a Bachelor's degree in Business Administration with honors from the University of Miami. She has also earned Certificates from the American Certified Fraud Examiners, Florida Society of Enrolled Agents and the American Institute of Bankers. Watson also holds FINRA licenses Series 6, 65, 66, and 215 from the Florida Department of Insurance.

SECTION 4: FUNDRAISING

Fundraising opportunities are ongoing throughout the year at MOCA. Nonetheless, all Board members are strongly encouraged to take advantage of developing MOCA's name and reputation within their networks and community. The number of fundraising events held every year will be established by the Board with the assistance of Museum staff.

Special Fundraisers

MOCA Red

The annual fundraiser is held each year at a time by the Board determined by the board and the staff. This high-end event anticipates the participation/contribution of Board members and their network. **MOCA Red** is anticipated to raise a substantial part of the Museum's annual budget.

At Home With...

This intimate fundraising initiative is organized by individual Board members with their network to assist in funding MOCA's programs. They can be organized either at a board member's home or at a place of their choice.

Other Initiatives

The Board and the Executive Committe may develop additional fundraising initiatives as needs arise.

SECTION 5: FINANCE AND FUNDING

Board members are responsible for the fiscal health of the Museum and are provided monthly financial reports by staff for review. The Treasurer reports to the Board on any major variances. The FY 2015 budget is approximately \$ 2.5 million of which 1.6 million has been spent for the first five months of our fiscal year beginning October 1st. The City of North Miami currently provides sixty percent of the annual operating budget.

MOCA staff develops the annual budget for the City and the Finance Committee develops the MOCA annual budget. The Board reviews and ratifies the annual budget. MOCA staff develops the annual budget for the city of North Miami expenses that is submitted to the City Council for approval.

Fundraising goals for the annual budget and future growth are established by staff and the Development Committee, and approved annually by the Board. MOCA has consistently met or surpassed its fundraising goals.

Frequently Asked Questions

Q. What is the relationship between MOCA and the City of North Miami?

A. MOCA serves in a dual capacity as both a private, non-profit, 501c3 corporation and as a Department of the City of North Miami per Ordinance no. 9-25 adopted on October 25, 1994.

The City owns and operates the museum structure and provides funding for basic operations including some maintenance and repairs, as well as, six employees: director, assistant director, accountant, administrative specialist (assistant to the director) education curator, and building manager.

North Miami Community Redevelopment Agency (NMCRA)

A community redevelopment agency (CRA), is a public entity created by a city or county to implement community redevelopment activities. The NMCRA is an independent government agency that was fully established in 2005 by the City of North Miami and Miami Dade County, under Chapter 163 of the Florida Statutes. The NMCRA is charged with the responsibility of eliminating conditions of blight that exist within the City and helping to improve the quality of life by revitalizing the City's physical, economic, educational and social resources.

Through the City's budget process, CRA funds may be directed to cover MOCA activities which may include, but not be limited to portions of Jazz at MOCA, the salary of an education curator, a chief curator, a registrar and a portion of salary costs for fundraising and membership staff.

Q. What are the other government sources of funding?

A. MOCA receives significant funding from Miami-Dade County through various grant programs.

Funding from Miami-Dade County comes through competitive grants which include:

Major Cultural Institutions (MCI): This is a grant for general operations which gives MOCA flexibility to spend in areas that might not be funded through specific project grants.

Summer Arts and Science Camp (SASC): Funds are used to support a Creative Arts Summer Camp; funded by the Children's Trust.

Youth Enrichment Arts Program (YEP): Funds a variety of enhancement art education programs; funded by the Children's Trust.

Tourism Development Council (TDC): Funds activities that generate tourism in Miami-Dade County through cultural activities.

In addition to these MOCA is funded by the Florida Department of State, Division of Cultural Affairs.

Q. What is the Museum's endowment?

A. MOCA has a series of funds and endowments that support either restricted or unrestricted activities. The funds allow MOCA to spend its corpus, as well as, interest earned. Endowments spend only interest earned, keeping its base in perpetuity so funding continues into the future.

The North Dade Medical Foundation Endowment provides support for education programs.

The Miami Foundation endowment established by Chairman Emeritus Richard Shack is managed by the Miami Foundation. This fund is nominal.

The Education Fund is used towards expenses in public and education programs

SECTION 6: MEMBERSHIP

Q. How does the Museum market itself to build awareness and build membership?

A. MOCA marketing initiatives raise awareness of MOCA as a world class institution and an essential cultural resource for the community. MOCA's Communications Department plans to have a director of communication, a public information officer, and a graphic designer/webmaster. The Department also manages the website, Facebook and Twitter. Periodically, MOCA contracts independent public relations firms to maximize publicity. According to the Miami-Dade Department of Cultural Affairs, MOCA is the top rated local organization for local, national and international publicity.

Marketing goals include: increasing attendance; attracting new and continued audiences for exhibitions; creating public, education, and membership programs; and positioning MOCA as an appealing partner to donors, foundations, and corporate sponsors.

Outreach Coordinator

MOCA has an Outreach Coordinator who interfaces with hotels, condominiums, schools, chambers of commerce, embassies and consulates, cultural organizations, North Miami's University Relations Board, and other organizations to disseminate information about MOCA and its programs.

SECTION 7: STAFF DIRECTORY, CONTACTS AND BIOGRAPHIES



Babacar MBow Director

Babacar MBow is Director and Chief Curator of the Museum of Contemporary Art, North Miami. MBow served for 12 years as the Chief curator and International Programs Coordinator for Broward County. A graduate from the University of Dakar Senegal (MA French and Literary Theory) and Sorbonne, Paris, France, (Sociology of Image) MBow's research focuses on contemporary visual expressions and the philosophy of interpretation and culture; Post modernity and Decoloniality. MBow has widely published on these issues and served as consultant on art and culture related projects to several international organizations. He served as consultant/curator to US museums and private collections (Nova Southeastern University, Norton Museum of Art, Cisneros Foundation, New York State University Binghamton, Syracuse University, Fort Valley Universities; City of Miami, City of Miramar. He is the author/editor of several scholarly articles and books including: An Idea of Modernity in Contemporary Art (2008) Identity in Contemporary Art (2011). MBow is the Managing Editor of the Encyclopedia of the African Diaspora Vol. I, II, III) Oxford England (2008) and MOCA: Reclaiming Power Ideas and Vision in an Ethnically Plural Community



Alan Waufle
Assistant Director

Assistant Director (since 2007) is responsible for Administrative operations at MOCA and oversees budgets, investments, audits, insurance, grants, building operations, and liaisons with City departments.



Miguel Seco Grants Manager

Mr. Seco holds a Bachelor of Arts in Art History with Honors from Northwestern University, Evanston IL; completed graduate studies in cultural development at the Johns Hopkins School of Advanced Studies in Bologna, Italy, and Washington, DC; was a Richter International Scholar in Art History, Rome, Italy; a fellow at the Harvard University Salzburg Seminar, Salzburg, Austria; and an intern at the International Council of Museums at U.N.E.S.C.O., Paris, France. From 1990-1998 Mr. Seco was the Executive Director and Chief Curator of the Florida Center for Photography. In 1998 Mr. Seco was named Grants Administrator and later promoted to Governmental Affairs Manager for the city of North Miami where he administered departmental implementation of federal, state and county grants; coordinated legislative appropriations agendas; and served as liaison to municipal, county, state and international agencies. Mr. Seco currently serves as Grants Manager at the Museum of Contemporary Art, North Miami.



Dr. Adrienne von Lates Director of Education

Dr. Adrienne von Lates received her Ph.D. in Art History from Columbia University. Dr. von Lates has been a faculty member at Columbia University, the University of California, San Diego, the University of Miami and New World School of the Arts. As the curator of education at the Museum of Contemporary Art in North Miami from 2001 to 2009, she expanded the museum's community programming and administered major grants from the NEA and the federal Department of Education. From 2010 to January of 2014 she was Director of Education at the Bass Museum of Art, where she implemented the Knight Foundation funded IDEA@thebass program for elementary schools in Miami Beach. She returned to work for MOCA in the summer of 2014, and is now the Assistant Director of Education and International Programs. Dr. von Lates has written articles on a variety of topics in the fields of Baroque and contemporary art.



Kerstin Espinoza Community Outreach Manager

The Community Outreach Manager identifies key organizations within the community to further develop and coordinate with MOCA's educational programs, which include Women on the Rise!, MOCA on the Move, and the Teen After School Program. Kerstin Espinoza earned a Graduate Certification in Museum Studies from Florida International University. She is bilingual (English & Spanish) and has experience in community engagement, education administration, and managing others.



Dona AltemusGraphic Designer/
Marketing

Functioning as in-house graphic designer, Dona Altemus mantains MOCA's visual identity by overseeing all marketing materials (digital and print) for the various museum programs. She maintains brand standards while creating a range of collateral including gallery guides, exhibition catalogues, invitations and e-blasts. Altemus attended Miami's New World School of the Arts and received a Bachelor of Fine Art in graphic design in 2012. She has worked for the Miami Herald, Wolfsonian FIU and has been working with MOCA since 2012.



Cynthia CarrilloMembership and
Development Assistant

Cynthia Carrillo joined the Museum of Contemporary Art, North Miami in May 2008 as a Guest Services Associate, greeting museum patrons and facilitating general front desk administration. In 2011, she was appointed Membership and Development Assistant and is responsible for maintaining MOCA's database as well as assisting with membership and development duties.

Ms. Carrillo is a Miami native and comes from an international family proud of her Irish mother and Mexican father. Exposed to the arts at an early age, she became interested in photography and helped start a photography club in Miami Springs Senior High School. At Florida International University she volunteered as a DJ for her university's radio station WRGP FM. She held the position of Music Director from 2005 to 2007, selecting airplay albums and maintaining CD archives.

Ms. Carrillo received a BFA in Fine Arts with a concentration in photography, a BA in Art History, and a certification in Women's Studies from Florida International University in 2007. Ms. Carrillo is fluent in Spanish and has a keen interest in Japanese culture.



Blessing Enogieru Finance Assistant

Blessing was born in Edo State, Nigeria and graduated from Florida International University with a Bachelor's degree in Business Administration with a concentration in Finance. She maintains department financial records and oversees the Director's agenda, maintaining his calendar, and schedules appointments as needed.



Cheryl Goldson Finance Manager

Cheryl Goldson handles all financial operations at the Museum under the supervision of the assistant director of Administration, Alan Waufle. She earned her BA in accounting at FAU and an MBA at the University of Phoenix.



William Miranda Buildings Manager

William Miranda, Building Manager has been working at MOCA for 12 years and is looking forward to twenty more. Mr. Miranda handles all things related to the upkeep and maintenance of MOCA's grounds including but not limited to, event setup, handling inventory and making sure all things run smoothly.



Marceau Livette Security

Marceau Livette supervises all security issues at MOCA. He was born in Haiti and devouts his free time to supporting youth charities in his home town of Dame Marie.

APPENDIX A: PROPOSED BYLAWS

BYLAWS OF MUSEUM OF CONTEMPORARY ART, INC. (Previously known as North Miami Museum & Art Center, Inc.) A NONPROFIT CORPORATION

ARTICLE ONE

INTRODUCTION

Definition of Bylaws

These Bylaws constitute the code of rules adopted by MUSEUM OF CONTEMPORARY ART, INC. previously known as the North Miami Museum & Art Center, Inc. (hereinafter the "Corporation") for the regulation and management of its affairs.

Purposes and Powers

This corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law. The foregoing notwithstanding, this corporation is organized and shall operate exclusively for charitable, educational and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("exempt purposes"); and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may make distributions or otherwise assist other corporations, organizations and institutions carrying on exempt purposes.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

The principal place of business of this Corporation in Florida will be located at Miami-Dade County, Florida. In addition, the Corporation may maintain other offices either within or outside of the State of Florida as its business requires.

The registered agent shall be the agent most recently designated in the records of the Secretary of State of Florida, either by the Articles of Incorporation, or by the certified copy of the resolution changing the location and/or resident agent of such office.

ARTICLE THREE

MEMBERSHIP

No Voting Membership

The Mayor of North Miami shall be a none voting member of the Board of Trustees

ARTICLE FOUR

TRUSTEES

Definition of Board of Trustees

The Board of Trustees is that group of persons vested with the management of the business and affairs of this corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Structure of Board

The Board of Trustees of this Corporation will constitute a single class.

Number of Trustees

The number of Trustees of this Corporation will not be less than three at any time. Until further amendment of these Bylaws, the number of Trustees presently will be a maximum of thirty (30).

Terms of Trustees

- (1) Trustees will be elected for a term of three (3) years. Each Trustee will hold office for the term for which elected and until a successor has been selected and qualified.
- (2) A Trustee may be removed from office when such action will serve the best interests of this Corporation. Such removal will be without prejudice to any contract rights of the Trustee so removed.

Vacancies on the Board

Registration of Trustees will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Trustees, and any trusteeship to be filled by reason of an increase in the number of Trustees, will be filled by a majority of the remaining Board of Trustees or election by the Members at a special meeting to be called by the Board of Trustees. The new Trustee appointed or elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Place of Trustees' Meetings

Meetings of the Board of Trustees, regular or special, will be held at any place or places within or without the state as the Board of Trustees may designate by resolution duly adopted.

Regular Trustees' Meetings

Regular meetings of the Board of Trustees will be held nine times a year with time and dates to be determined by the Board. A staff member shall notify the members of the Board of Trustees in writing of the meeting at least seven (7) days in advance of the meeting.

Notice of Special Trustees' Meetings

Written or printed notice stating the place, day, hour, and purpose of any special meeting of the Board of Trustees will be delivered to each Trustee not less than three days before the date of the meeting, either personally, by first class mail or email.

Call of Special Board Meetings

A special meeting of the Board of Trustees may be called by either the Chairman or on the written request of two or more Trustees at least three days in advance of the meeting.

Waiver of Notice

Attendance of a Trustee at any meeting of the Board of Trustees will constitute a waiver of notice of such meeting, except where such Trustee attends a meeting for the express purpose of

objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Trustees

A quorum shall consist of the Trustees who are present at any meeting noticed pursuant to these bylaws, but in no event shall a quorum consist of less than one third of the whole Board. The act of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board of Trustees, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of the Bylaws.

Action without Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees or a committee of it may be taken without a meeting if a consent in writing, stating the action so taken, is signed by a quarum of the Trustees. Action taken under this section is effective when the last Trustee signs the consent, unless the consent specifies a different effective date. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document.

Annual Meeting

The annual meeting shall be held on the third (3rd) Monday of October for the election of officers and the transaction of other business.

Indemnification of Officers

Each person who acts as an Officer or member of the Board of Trustees shall be indemnified by the Corporation against any costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with any action, suit or proceeding in which he or she may be names as a party defendant by reason of his or her being or having been such Officer or Trustee, or by any reason of any action alleged to have taken or omitted by him or her in either such capacity; provided, however, that the Corporation shall not indemnify any such person against any costs or expenses imposed upon or incurred by him or her by reason of gross negligence or misconduct or any sum paid him or her to the proven dereliction of duty. This right of indemnification shall inure to each Officer or Trustee whether or not he/she is an Officer of Trustee at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him or her is based on matters which antedate the adoption of the bylaws; and in the event of his or her death, shall extend to his or her legal representatives. The indemnification provided hereunder shall not be exclusive of any other right.

Attendance Requirements, As Per Ordinance 768.2 section 2-126.2

The Director shall maintain a record of attendance of the voting Trustees at the regularly scheduled Board meetings. If a Trustee is absent without good cause for more than two (2) successive meetings, he/she may be removed by the Board of Trustees.

Robert's Rules

Other than as expressly provided for in these bylaws to the contrary, The Robert's Rules of Order (revised) shall govern the conduct of meetings of the Board of Trustees.

ARTICLE FIVE

OFFICERS

Roster of Officers

The Officers of this Corporation will consist of the following personnel: Chairman, Vice chairman, President, Secretary, Treasurer and Vice Treasurer.

Each of the Officers will be elected and appointed annually by the Board of Trustees. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the annual meeting of the Board of Trustees unless otherwise determined by the Board of Trustees.

Chairman

The Chairman will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Trustees or Directional Committees, supervise and control the affairs of the Corporation. The Chairman will perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Trustees. The Chairman shall preside at all meetings of the Board of Trustees. The Chairman shall arrange for reports to be made to the North Miami City Council.

President

5.03.01 The President shall appoint the committees and establish the purposes and monitor the achievement of goals of all the standing and special committees. The President shall submit the committee findings and recommendations for approval and for vote at the meetings of the Board of Trustees.

Vice Chairman

The Vice Chairman shall perform all duties and exercise all powers of the Chairman when the Chairman is absent or otherwise unable to act. The Vice Chairman will perform such other duties as may be prescribed from time to time by the Board of Trustees. There may be more than one Vice Chairman, as determined by the Board of Trustees.

Secretary

The Secretary shall: (1) keep minutes of all meetings of the Board of Trustees; (2) be the custodian of the corporate records; (3) supervise the provision of notices by the Director or delegate, as are required by law or by these Bylaws; and generally, (4) perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Trustees.

Treasurer

The Treasurer shall oversee the financial affairs of the Corporation and the Museum, and shall have the responsibility for all corporate funds. The Treasurer shall supervise the maintenance of adequate and correct accounts of the Corporation's properties and business transactions; render reports and account to the Trustees as required by the Board of Trustees or by law; together with the Director, prepare an annual budget; and perform in general all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board.

Vice Treasurer

5.07 The Vice Treasurer shall perform all duties and exercise all powers of the Treasurer when the Treasurer is absent or otherwise unable to act and shall assist the Treasurer in carrying out the duties of his or her office as defined in section 5.06

Removal of Officers

5.08 Any Officer elected or appointed to office may be removed by the persons authorized to do so under these Bylaws to elect or to appoint such Officers, whenever in their judgment the best interests of this Corporation will therefore be served. Such removal, however, shall be without prejudice to any contract rights of the Officer so removed.

Director

6.0 The Director shall be the Chief Operating Officer of the Museum and shall have the responsibility and authority for the day-to-day operation of the museum, including the hiring and firing of all employees. The Director shall carry out the policies established by the Board of Trustees and adhere to the Budget approved by the Board. The Director shall serve as an ex-officio, non-voting member of the Board and all Board Committees, including the Executive Committee.

ARTICLE SIX

INFORMAL ACTION

Waiver of Notice

Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver, must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of at no less then eighty percent of the members of the Board entitled to vote with respect to the subject matter of such consent, or all Trustees in office and filed with the Secretary.

ARTICLE SEVEN

COMMITTEES

The Board of Trustees, by resolution and adopted by a majority of the full Board, may designate from among its members an Executive Committee and Nominating Committee. The Chairman and President may designate from members or nonmembers of the Board a Finance committee, a Development Committee, an Investment Committee, an Audit Committee, an Education Committee, a Marketing Committee, a Strategic Planning Committee and other committees each of which has the ability to make recommendations and present findings to the Board for vote by a majority of the Board.

Each committee must have two (2) or more members who serve at the pleasure of the Board. The Board of Trustees, by resolution adopted in accordance with this article, may designate one or more Trustees as alternate members of any committee, who may act in the place and stead of any absent member or members at any meeting of the committee.

Unless otherwise specified herein, committees shall meet as often as is necessary.

A majority of a whole committee will constitute a quorum; provided that in no event shall a quorum consist of less than one third of that whole committee. The act of a majority of the committee members present at a meeting at which a quorum is present will be the act of that Committee, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.

Executive Committee

The Executive Committee shall be comprised of all of the officers of the Corporation plus such additional members as the Board of Trustees deems advisable. The Executive Committee shall have the authority to act on behalf of the Board of Trustees between regular meetings of the Board of Trustees. Regular meetings of the Executive Committee will be held September through May, on the third (3rd) Monday of the month or third (3rd) Tuesday, if Monday is a holiday. Meeting times will be 6:30 p.m. on months with Board meetings and at 7:00 p.m. in months without, unless notified otherwise. A staff member shall notify the members of the Board of Trustees in writing of the meeting at least seven (7) days in advance of the meeting. The foregoing notwithstanding, this provision of the Bylaws constitutes notice to all members of the Executive Committee of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

Nominating Committee

The Nominating Committee shall make one recommendation for each of the Board of Trustees positions to be filled, as provided for in the City of North Miami Ordinance 768.2. The recommendation shall be submitted to the Board of Trustees at least ten (10) days prior to a general meeting. The Nominating Committee shall inform each nominee of the duties and obligations of a Board member. The Chairman shall then submit the Trustees Selection Committee's nominee to the North Miami City council for appointment.

Finance Committee

The Finance Committee shall oversee the financial affairs of the Museum. The Treasurer shall be a member of the Finance Committee.

Development Committee

The Development Committee shall be responsible for working with the staff to develop funding for the Museum, including private and public contributions.

Nominating Committee

The Nominating Committee shall submit a slate of nominees for the Officers of the Board of Trustees at least ten (10) days prior to the annual meeting. There shall be no less than three members on the committee.

Museum Shop Committee

The Museum Shop committee shall be responsible for the operation and stocking of the Museum Shop. The Chair of the Museum Shop Committee shall have the right to sign checks and place orders for the Museum Shop.

ARTICLE EIGHT

OPERATIONS

Fiscal Year

The fiscal year of this Corporation shall be from October 1 through September 30.

Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the Director of the Museum, Assistant Director, the Chairman, Vice-Chairman, Secretary, Treasurer, or Vice-Treasurer (the foregoing being "Eligible Signatories"); provided, however, that any checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness in excess of \$1,500 shall require the signature of two Eligible Signatories. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the Chairman or his or her designee, and shall have attached copies of the resolutions of the Board of trustees authorizing such execution.

Books and Records

The Corporation shall keep correct and complete books of records of account, and minutes of the proceedings of its Board of Trustees, and Trustee Committees, The Corporation will keep at its registered office a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of the Books and Records

All books and records of this Corporation may be inspected by any Member, or their agent or attorney for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations-Compensations

This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Members, Trustees or Officers. The foregoing notwithstanding, no part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any Member, Trustee or Officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures, or payments and distributions in furtherance of the Corporation's exempt purposes, shall not be deemed to be a distribution of

income or principal.

Loans to Management

This Corporation shall make no loans to any of its Trustees or Officers, or to any of its other personnel.

Corporate Assets on Dissolution

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Member, Trustee or Officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Depositories

All monies shall be deposited in the Corporation's name in such financial institutions as the Board of Trustees from time to time shall designate for such purposes, and shall be withdrawable only by check or money orders signed by personal signature of such officers or agents as may be designated from time to time by the Board of Trustees.

ARTICLE NINE

AMENDMENTS

Amendment of Articles of Incorporation

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Trustees. Such action must be taken by a two-thirds majority of the Trustees.

Modification of Bylaws

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by

ARTICLE NINE

AMENDMENTS

Amendment of Articles of Intcorporation

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Trustees. Such action must be taken by a two-thirds majority of the Trustees.

Modification of Bylaws

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Trustees.

ADOPTION OF BYLAWS

Adopted by the Board of Trustees by resolution and vote on February 19, 2008 at North Miami, Florida.

ATTEST:		
Chair	Secretary	

AMENDMENT

ARTICLE TEN

The affairs of the corporation are to bew managed by a Chair, Vice Chair, President, Secretary and Treasurer. Such Officers will be elected annually every October at the annual meeting or at such time which may be established by the bylaws.

ARTICLE ELEVEN

A Trustee may serve one (1) term for (4) years, which is renewable

MUSEUM OF CONTEMPORARY ART, NORTH MIAMI

TRUSTEE ETHICS STATEMENT & GUIDELINES

Approved and Adopted by the Board of Trustees, May 11, 1997

GENERAL RESPONSIBILITY

The Board of Trustees of the Museum of Contemporary Art ("MOCA") in North Miami serves the public interest as it relates to the Museum. The Board acts as the ultimate legal entity for the Museum and formulates and maintains its general policies and standards.

Each Trustee must devote time and attention to the affairs of the institution. In establishing policies or authorizing or permitting activities, Trustees must ensure that no policies or activities jeopardize the basic nonprofit status of the Museum.

Trustees shall not attempt to act in their individual capacities. All actions should be taken as a Board, committee or subcommittee, or otherwise conform with the bylaws or applicable resolutions. A Trustee of MOCA must work for the institution as a whole, and not act solely as an advocate for particular activities or sub-units of the Museum.

Trustees shall maintain in confidence information learned during the course of their Museum activities when that information concerns the administration or activities of the Museum that is not generally available to the public. This principle does not preclude public disclosure of information that is properly in the public domain or information that should be released in fulfilling the institution's accountability to the public.

The Board of Trustees adopts policies for the protection and nurturing of MOCA's various assets: the collections and related documentation, the physical plants, financial assets and the staff. It develops and defines the purposes and related policies of the institution and to ensure that all of the Museum's assets are properly and effectively used for public purposes.

The Board shall adopt policies for the physical security and preservation of the collections and to monitor and develop the financial structure of the Museum so that it continues to exist as an institution of vitality and quality.

It is the responsibility of North Miami's City Manager to select the Director, the institution's chief executive, and to exercise continuing oversight of his or her activities.

In carrying out its duty to the collections, the Board shall continue to examine and update its policies regarding collections, accessioning and deaccessioning of objects and loans. The Board shall oversee and monitor compliance with these policies by the Director and staff.

The Board of Trustees recognizes that diversity is a significant force within its own social fabric, as it is in the South Florida community, and makes every effort to ensure diverse community representation in the Museum's governing Board, committees and staff.

CONFLICT OF INTEREST

Individual Trustees who are experienced and knowledgeable in the various fields of endeavor related to MOCA activities can be of great assistance to the Museum, but conflicts of interest or the appearance of such conflicts may arise because of these interests or activities. Each Trustee must endeavor to conduct all of his or her activities, including those relating to persons closely associated with him or her and to business or other organizations, in such a way that no conflict will arise between the other interests and the policies, operations or interests of MOCA. The appearance of such conflicts also should be avoided. The reputation of MOCA can be damaged should a Trustee continue an inappropriate activity concurrent with his or her service in a position of institutional and public trust.

Every Museum Trustee shall file with the City of North Miami Clerk a statement disclosing his or her personal, business or organizational interests and affiliations and those of persons close to him or her which could be construed as being Museum-related. Such a statement should include positions as an officer or director, as well as relationships to other organizations, if the purposes or programs are in any manner related to or impinge upon the purposes, programs or activities of MOCA.

A visible area for charges of self-interest at the expense of the institution, and of personal use of privileged information, arises whenever a Trustee, a member of his or her family or a close associate personally collects objects of a type collected by MOCA. No Trustee should compete with the Museum for objects or take personal advantage of information available because of his or her Board membership. Furthermore, should any conflict develop between the needs of the individual and MOCA, those of MOCA will prevail.

No Trustee, person close to him or her, or individual who might act for him or her, may acquire objects from the collections of the Museum, except when the object and its source have been advertised, its full history made available, and it is sold at public auction or otherwise clearly offered for sale in the public marketplace.

When MOCA Trustees seek staff assistance for personal needs related to the purposes of MOCA, they should not expect that such help will be rendered to any extent greater than that available to a member of the general public in similar circumstances or with similar needs. If a Trustee wishes to engage a staff member for outside paid work, that should be disclosed to the Director.

Whenever a matter arises for action by the Board, or MOCA engages in an activity where there is a possible conflict or the appearance of conflict between the interests of the Museum and an outside or personal interest of a Trustee, or that of a person close to him or her, the outside interest of the Trustee is present when a vote is taken in connection with such a question, he

or she should abstain. In some circumstances, the interested Trustee should avoid discussing any planned actions, formally or informally, from which he or she might appear to benefit. Sometimes neither disclosure nor abstention is sufficient, and the only appropriate solution is the Trustee's resignation.

A Museum Trustee should not take advantage of information he or she receives during service to the institution if the Trustee's personal use of such information could be financially detrimental to MOCA. Any such actions that might impair the reputation of MOCA also must be avoided.

When a Trustee obtains information that could benefit him or her personally, he or she should refrain from acting upon it until all issues have been reviewed by an appropriate representative of the Board of Trustees.

Trustees serve MOCA and its public. They should not attempt to derive any personally material advantages from their connection with the institution. Trustees shall use Museum property only for official purposes and make no personal use of the Museum's collection, property or services in a manner not available to a comparable member of the general public.

While loans of object by Trustees can be of great benefit to the Museum, it should be recognized that exhibition can enhance the value of the exhibited work of art. The display of objects owned or created by the Trustees or staff, or in which the Trustees or any person close to them have any interests, must receive prior approval of the chair or the Executive Committee of MOCA.

THE TRUSTEE-DIRECTOR RELATIONSHIP

The Director has an obligation to bring before the Board any matters involving policy questions not already determined and to keep them informed on a timely basis about all other significant or substantial matters or intended actions affecting the institution.

The Director must carry out the policies established by the Trustees and adhere to the budget approved by the Board. Whenever it is necessary to deviate from established policies or to alter or exceed budget guidelines, the Director should notify the Board in advance and request appropriate approval.

Chair, Board of Trustees	- .	
Date		

TRUSTEE'S SIGNATURE

I have read the Trustee Ethics Statement of the Museum of entirety and hereby affirm that I understand its contents.	of Contemporary Art, North Miami in its
Trustee's Signature	
Trustee's Name (printed)	

TRUSTEES DISCLOSURE STATEMENT MUSEUM OF CONTEMPORARY ART, NORTH MIAMI

TRUSTEE NAME	
SPOUSE	
ADDRESS	
TELEPHONE	(H)
	(W)
	(C)
PERSONAL INTERESTS	
(which could be construed as being Museum-related)	

BUSINESS INTERESTS (which could be construed as being Musem-related)	
ORGANIZATIONAL INTERESTS OR OTHER BOARD POSITIONS (which could be construed as being Musem-related)	

In accordance with the Museum of Contemporary Art, North Miami Trustee Ethics Statement, I hereby file this statement disclosing my personal, business and organizational interests and affiliations, which could be construed as being Museum-related. I have listed above my positions as an officer or director and my relationships to other organizations whose purposes or programs may relate to or impinge upon the purposes, programs or activities of MoCA as set out in the Trustee Ethics Statement. I understand that I am responsible for updating this statement whenever significant changes occur.

Trustee's Signature

Date Signed

APPENDIX B: CONFLICT OF INTEREST POLICY

CONFLICT OF INTEREST POLICY

The Museum of Contemporary Art, Inc. ("MOCA") maintains a long standing reputation for lawful and ethical conduct and believes that the confidence of its donors, volunteers and other supporters, and its employees and consultants, depends on continuing to maintain the highest standards of ethical and lawful conduct. In furtherance of these standards, this Conflict of Interest Policy is intended to address existing, future, and potential conflicts of interest that might arise in connection with transactions involving MOCA and Key Individuals (as defined below), as well as, family members or entities under ownership or control of Key Individuals and their family members.

The guiding principle of this policy is disclosure by a Key Individual prior to any consideration of a transaction where the interests of MOCA and the Key Individual could potentially be in conflict, regardless of whether, after consideration, the appropriate officials of MOCA determine to proceed with such proposed transaction. By adhering to both the letter and the spirit of this policy, Key Individuals will help ensure MOCA's compliance with the highest ethical and legal standards as a charitable organization.

Each Director, officer, committee member and employee (collectively "Key Individuals") shall exercise good faith in all transactions relating to MOCA and shall not use his or her position or knowledge gained there from, directly or indirectly, to permit a conflict, or an appearance of conflict, to arise between MOCA's interests and 1) such Key Individual's personal interests, 2) the personal interests of any family member of the Key Individual (a "Family Member"), or 3) the interests of any corporation, partnership, proprietorship, firm, association or other entity in which a Key Individual or Family Member is a director, officer or is an employee with significant administrative responsibilities or in which any such person has any financial interest (other than an ownership interest of less than 5% of the outstanding stock of a publicly held corporation) (collectively, "Related Entities").

All acts of Key Individuals with respect to transactions, activities or dealings related to MOCA shall be undertaken for the sole benefit of MOCA. With respect to any proposed contract or other transaction between MOCA and one or more Key Individuals, Family Members, or Related Entities which is considered by the Board of Directors, the officers, or any committee of MOCA for authorization the following procedures shall apply:

Full disclosure of the relationship or interest shall be made by the Key Individual to the Executive Director of MOCA and the Chair of the Board, prior to discussion or action on any contract or transaction.

The contract or transaction will be considered properly authorized, approved or ratified only if there is a favorable vote of a majority of MOCA Board members, present and voting at such meet-

ing and the Key Individual who has such a relationship or interest shall not vote upon, nor use his or her personal influence on, nor participate in (other than to present factual information or respond to questions) the discussion or deliberations with respect to such contract or transaction; The Key Individual who has such a relationship or interest shall not be counted in determining the existence of a quorum for the purpose of voting upon the contract or transaction at any meeting. The minutes of the meeting shall reflect the disclosure made, the vote taken, and, where applicable, the abstention from voting and participation of the Key Individual.

This Conflict of Interest policy shall be reviewed annually by the Board. In addition, any new Key Individual shall be provided with a copy of this policy upon commencement of his or her position as a Key Individual. A copy of this policy shall also be signed annually by each Key Individual. If a violation of the Conflict of Interest Policy by a Key Individual occurs, appropriate disciplinary action will be taken. The determination of whether a violation has occurred and disciplinary action will be the responsibility of the Executive Committee of MOCA.

Museum of Contemporary Art, Inc. Acknowledgment of conflict of interest policy

I have received and read carefully the Conflict of Interest Policy of Museum of Contemporary Art Inc. (MOCA), and I fully understand and agree to comply with its terms.

Name (Print)		
Signature	Date	

APPENDIX C: FLORIDA SUNSHINE LAWS

Florida Sunshine Laws pertaining to boards of municipalities

MOCA Board members serve not only as a self elected board of a non-profit but also as the appointed board of the City of North Miami and therefore fall under the laws known as Florida Sunshine Laws. These laws are designed to ensure transparency in all governmental affairs.

286.011 Public meetings and records; public inspection; criminal and civil penalties.--

- (1) All meetings of any board or commission of any state agency or authority or of any agency or authority of any county, municipal corporation, or political subdivision, except as otherwise provided in the Constitution, at which official acts are to be taken are declared to be public meetings open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting. The board or commission must provide reasonable notice of all such meetings.
- (2) The minutes of a meeting of any such board or commission of any such state agency or authority shall be promptly recorded, and such records shall be open to public inspection. The circuit courts of this state shall have jurisdiction to issue injunctions to enforce the purposes of this section upon application by any citizen of this state.
- (3)(a) Any public officer who violates any provision of this section is guilty of a noncriminal infraction, punishable by fine not exceeding \$500.
- (b) Any person who is a member of a board or commission or of any state agency or authority of any county, municipal corporation, or political subdivision who knowingly violates the provisions of this section by attending a meeting not held in accordance with the provisions hereof is guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083.
- (c) Conduct which occurs outside the state which would constitute a knowing violation of this section is a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083.
- (4) Whenever an action has been filed against any board or commission of any state agency or authority or any agency or authority of any county, municipal corporation, or political subdivision to enforce the provisions of this section or to invalidate the actions of any such board, commission, agency, or authority, which action was taken in violation of this section, and the court determines that the defendant or defendants to such action acted in violation of this section, the court shall assess a reasonable attorney's fee against such agency, and may assess a reasonable attorney's fee against the individual filing such an action if the court finds it was filed in bad faith or was frivolous. Any fees so assessed may be assessed against the individual member or members of such board or commission; provided, that in any case where the board or commission seeks the advice of its attorney and such advice is followed, no such fees shall be assessed against the individual member or members of the board or commission. However, this subsection shall not apply to a state attorney or his or her duly authorized assistants or any officer charged with enforcing the provisions of this section.
- (5) Whenever any board or commission of any state agency or authority or any agency or authority of any county, municipal corporation, or political subdivision appeals any court order which has found said board, commission, agency, or authority to have violated this section, and

such order is affirmed, the court shall assess a reasonable attorney's fee for the appeal against such board, commission, agency, or authority. Any fees so assessed may be assessed against the individual member or members of such board or commission; provided, that in any case where the board or commission seeks the advice of its attorney and such advice is followed, no such fees shall be assessed against the individual member or members of the board or commission.

- (6) All persons subject to subsection (1) are prohibited from holding meetings at any facility or location which discriminates on the basis of sex, age, race, creed, color, origin, or economic status or which operates in such a manner as to unreasonably restrict public access to such a facility.
- (7) Whenever any member of any board or commission of any state agency or authority or any agency or authority of any county, municipal corporation, or political subdivision is charged with a violation of this section and is subsequently acquitted, the board or commission is authorized to reimburse said member for any portion of his or her reasonable attorney's fees.
- (8) Notwithstanding the provisions of subsection (1), any board or commission of any state agency or authority or any agency or authority of any county, municipal corporation, or political subdivision, and the chief administrative or executive officer of the governmental entity, may meet in private with the entity's attorney to discuss pending litigation to which the entity is presently a party before a court or administrative agency, provided that the following conditions are met:
- (a) The entity's attorney shall advise the entity at a public meeting that he or she desires advice concerning the litigation.
- (b) The subject matter of the meeting shall be confined to settlement negotiations or strategy sessions related to litigation expenditures.
- (c) The entire session shall be recorded by a certified court reporter. The reporter shall record the times of commencement and termination of the session, all discussion and proceedings, the names of all persons present at any time, and the names of all persons speaking. No portion of the session shall be off the record. The court reporter's notes shall be fully transcribed and filed with the entity's clerk within a reasonable time after the meeting.
- (d) The entity shall give reasonable public notice of the time and date of the attorney-client session and the names of persons who will be attending the session. The session shall commence at an open meeting at which the persons chairing the meeting shall announce the commencement and estimated length of the attorney-client session and the names of the persons attending. At the conclusion of the attorney-client session, the meeting shall be reopened, and the person chairing the meeting shall announce the termination of the session.
- (e) The transcript shall be made part of the public record upon conclusion of the litigation.

Quick Guide to Rules of Order

Based on Robert's Rules of Order Newly Revised 10th Edition

Steps to Handle a Motion

A member makes a motion

- Another member seconds the motion,
- The Chair states the motion, passing ownership of the motion to the assembly,
- The members debate the motion,
- The chair puts the question (motion) to a vote, and
- The chair announces the result and effect of the vote.

Making a Motion

The member must first get recognition by the Chair, stand, and "move" that the organization takes action or a stand. The member that makes the motion, has the right to speak first to the motion if they wish, cannot speak against their own motion, but can vote against their motion.

What is a "Second"?

A member, who seconds a motion, only agrees to the consideration of the motion by the assembly, and may not in fact agree with the motion and may wish to speak against the motion in debate.

Rules of Debate

Every member has the right to speak to every debatable motion before it is finally acted upon, unless this right is interfered with by a two-thirds vote of the assembly.

A member has the right to make two speeches of ten minutes length per day on each debatable question, and to change the limits of debate requires a motion adopted by a two-thirds vote. No member can speak a second time before another member who has not yet spoken wishes to speak.

In debate, members should observe the following;

- •Confine remarks to the pending question,
- •Refrain from attacking a members motives,
- Address all remarks through the Chair,
- · Avoid the use of members' names,
- •Refrain from speaking against one's own motion,
- •Refrain from reading from papers or books, unless with permission of the assembly,
- •Be seated unless speaking, and
- •Refrain from disturbing the assembly.

